

RECORDATION NO. 23241-D FILED

ALVORD AND ALVORD  
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JAN 17 '02

1-47 PM

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

January 17, 2002

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Statement of Renumbering and Substitution of Railcars, dated December 11, 2001 a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed relates to the Assignment of Leases previously filed with the Board under Recordation Numbers 23241, 23241-A and 23241-B.

The name and address of the party to the enclosed document are:

Assignor: Railcar, Ltd.  
1819 Peach tree Rd. N.E.  
Suite 425  
Atlanta, GA 30309-1847

[Assignee: Railcar Finance LLC  
1819 Peach tree Rd. N.E.  
Suite 425  
Atlanta, GA 30309-1847]

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Mr. Vernon A. Williams  
January 17, 2002  
Page Two

A description of the railroad equipment covered by the enclosed document is:

- Exhibit A: 167 railcars whose reporting marks and road numbers are being changed;
- Exhibit B: Railcar MC 5488 is deleted and railcar MC 5487 is added; and
- Exhibit C: No railcars have been destroyed

all as attached hereto

A short summary of the document to appear in the index follows:

**Statement of Renumbering and Substitution of Railcars**

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee and cross-indexing fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

EXH. A

## RAFT Car Mark Changes For STB Filing-December 2001

New Mark	New Unit No.	Old Mark	Old Unit No.
SLGG	1202	BPRR	1202
SLGG	1203	BPRR	1203
SLGG	1204	BPRR	1204
SLGG	1208	BPRR	1208
SLGG	1214	BPRR	1214
SLGG	1216	BPRR	1216
SLGG	1217	BPRR	1217
SLGG	1218	BPRR	1218
SLGG	1221	BPRR	1221
SLGG	1222	BPRR	1222
SLGG	1223	BPRR	1223
SLGG	1224	BPRR	1224
SLGG	1226	BPRR	1226
SLGG	1229	BPRR	1229
SLGG	1233	BPRR	1233
SLGG	1234	BPRR	1234
SLGG	1236	BPRR	1236
SLGG	1237	BPRR	1237
SLGG	1239	BPRR	1239
SLGG	1241	BPRR	1241
SLGG	1242	BPRR	1242
SLGG	1243	BPRR	1243
SLGG	1244	BPRR	1244
SLGG	1246	BPRR	1246
SLGG	1249	BPRR	1249
SLGG	5572	MC	5572
SLGG	5573	MC	5573
SLGG	5575	MC	5575
SLGG	5577	MC	5577
SLGG	5578	MC	5578
SLGG	5589	MC	5589
SLGG	5590	MC	5590
SLGG	5591	MC	5591
SLGG	5594	MC	5594
SLGG	15201	MC	5201
SLGG	15202	MC	5202
SLGG	15203	MC	5203
SLGG	15204	MC	5204
SLGG	15205	MC	5205
SLGG	15206	MC	5206
SLGG	15210	MC	5210
SLGG	15211	MC	5211
SLGG	15214	MC	5214
SLGG	15215	MC	5215
SLGG	15217	MC	5217

SLGG	15218	MC	5218
SLGG	15220	MC	5220
SLGG	15223	MC	5223
SLGG	15224	MC	5224
SLGG	15225	MC	5225
SLGG	15226	MC	5226
SLGG	15227	MC	5227
SLGG	15230	MC	5230
SLGG	15231	MC	5231
SLGG	15232	MC	5232
SLGG	15233	MC	5233
SLGG	15234	MC	5234
SLGG	15235	MC	5235
SLGG	15236	MC	5236
SLGG	15237	MC	5237
SLGG	15238	MC	5238
SLGG	15239	MC	5239
SLGG	15240	MC	5240
SLGG	15242	MC	5242
SLGG	15243	MC	5243
SLGG	15244	MC	5244
SLGG	15245	MC	5245
SLGG	15247	MC	5247
SLGG	15248	MC	5248
SLGG	15249	MC	5249
SLGG	15253	MC	5253
SLGG	15254	MC	5254
SLGG	15257	MC	5257
SLGG	15258	MC	5258
SLGG	15259	MC	5259
SLGG	15262	MC	5262
SLGG	15263	MC	5263
SLGG	15265	MC	5265
SLGG	15266	MC	5266
SLGG	15267	MC	5267
SLGG	15268	MC	5268
SLGG	15269	MC	5269
SLGG	15270	MC	5270
SLGG	15271	MC	5271
SLGG	15272	MC	5272
SLGG	15272	MC	5272
SLGG	15274	MC	5274
SLGG	15275	MC	5275
SLGG	15277	MC	5277
SLGG	15278	MC	5278
SLGG	15281	MC	5281
SLGG	15283	MC	5283
SLGG	15284	MC	5284
SLGG	15285	MC	5285
SLGG	15289	MC	5289
SLGG	15291	MC	5291
SLGG	15293	MC	5293

SLGG	15294	MC	5294
SLGG	15295	MC	5295
SLGG	15296	MC	5296
SLGG	15297	MC	5297
SLGG	15400	MC	5400
SLGG	15401	MC	5401
SLGG	15402	MC	5402
SLGG	15407	MC	5407
SLGG	15408	MC	5408
SLGG	15410	MC	5410
SLGG	15411	MC	5411
SLGG	15415	MC	5415
SLGG	15416	MC	5416
SLGG	15417	MC	5417
SLGG	15420	MC	5420
SLGG	15422	MC	5422
SLGG	15423	MC	5423
SLGG	15425	MC	5425
SLGG	15427	MC	5427
SLGG	15437	MC	5437
SLGG	15439	MC	5439
SLGG	15440	MC	5440
SLGG	15443	MC	5443
SLGG	15444	MC	5444
SLGG	15450	MC	5450
SLGG	15452	MC	5452
SLGG	15454	MC	5454
SLGG	15455	MC	5455
SLGG	15456	MC	5456
SLGG	15457	MC	5457
SLGG	15458	MC	5458
SLGG	15459	MC	5459
SLGG	15462	MC	5462
SLGG	15464	MC	5464
SLGG	15467	MC	5467
SLGG	15469	MC	5469
SLGG	15470	MC	5470
SLGG	15471	MC	5471
SLGG	15477	MC	5477
SLGG	15478	MC	5478
SLGG	15482	MC	5482
SLGG	15483	MC	5483
SLGG	15486	MC	5486
SLGG	15489	MC	5489
SLGG	15492	MC	5492
SLGG	15493	MC	5493
SLGG	15494	MC	5494
SLGG	15499	MC	5499
SLGG	15429	MC	5429
SLGG	15487	MC	5487
SLGG	307	PRSX	307
SLGG	310	PRSX	310

SLGG	312	PRSX	312
SLGG	316	PRSX	316
SLGG	327	PRSX	327
SLGG	335	PRSX	335
RMGX	112	RCPX	173633
SLGG	311	PRSX	311
SLGG	322	PRSX	322
SLGG	325	PRSX	325
SLGG	338	PRSX	338
SLGG	339	PRSX	339
SLGG	342	PRSX	342
SLGG	347	PRSX	347
SLGG	8765	MC	8765
SLGG	9060	RMGX	9060
SLGG	9063	RMGX	9063
SLGG	9064	RMGX	9064
SLGG	9065	RMGX	9065
SLGG	9066	RMGX	9066

Ex H.3

## RAFT Car Substitutions For STB Filing-December 2001

	CARS	IN	CARS	OUT
<u>Deal No.</u>	<u>New Mark</u>	<u>New Unit No.</u>	<u>Old Mark</u>	<u>Old Unit No.</u>
433	MC	5487	MC	5488

EXH. C

**RAFT Casualty Cars For STB Filing-December 2001**

NONE



RAILCAR, Ltd.  
Suite 425  
1819 Peachtree Road, N.E.  
Atlanta, Georgia 30309-1847

(404) 352-6799  
Fax (404) 352-6798

RECORDATION NO.

23241-D

FILED

JAN 17 '02

1-47 PM

**RAILCAR**

SURFACE TRANSPORTATION BOARD

Mr. Vernon A Williams  
Secretary  
Surface Transportation Board  
Washington, D. C. 20423

Re: Recordation Numbers  
23241, 23241-A, and 23241-B

Dear Mr. Williams:

With respect to the railroad equipment covered by the above-referenced recordations, we wish to advise:

- 1) the reporting marks and road numbers of certain railcars have been changed as set forth on Exhibit A attached; and
- 2) certain railcars have been removed from the transactions and have been replaced as set forth on Exhibit B attached; and
- 3) certain railcars have been destroyed as set forth on Exhibit C attached.

Please file these changes under Recordation Number 23241.

Very truly yours,



Douglas J. Crouse

STATE OF GEORGIA     )  
                                  ) ss:  
COUNTY OF FULTON    )

On this 11<sup>th</sup> day of December, 2001, before me personally appeared Douglas J. Crouse, to me personally known, who, being by me duly sworn, says that he is an Agent of Railcar Ltd. and that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of foregoing instrument was the free act and deed of the corporation.

  
NOTARY PUBLIC

EXH. A

## RAFT Car Mark Changes For STB Filing-December 2001

New Mark	New Unit No.	Old Mark	Old Unit No.
SLGG	1202	BPRR	1202
SLGG	1203	BPRR	1203
SLGG	1204	BPRR	1204
SLGG	1208	BPRR	1208
SLGG	1214	BPRR	1214
SLGG	1216	BPRR	1216
SLGG	1217	BPRR	1217
SLGG	1218	BPRR	1218
SLGG	1221	BPRR	1221
SLGG	1222	BPRR	1222
SLGG	1223	BPRR	1223
SLGG	1224	BPRR	1224
SLGG	1226	BPRR	1226
SLGG	1229	BPRR	1229
SLGG	1233	BPRR	1233
SLGG	1234	BPRR	1234
SLGG	1236	BPRR	1236
SLGG	1237	BPRR	1237
SLGG	1239	BPRR	1239
SLGG	1241	BPRR	1241
SLGG	1242	BPRR	1242
SLGG	1243	BPRR	1243
SLGG	1244	BPRR	1244
SLGG	1246	BPRR	1246
SLGG	1249	BPRR	1249
SLGG	5572	MC	5572
SLGG	5573	MC	5573
SLGG	5575	MC	5575
SLGG	5577	MC	5577
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SLGG	5594	MC	5594
SLGG	15201	MC	5201
SLGG	15202	MC	5202
SLGG	15203	MC	5203
SLGG	15204	MC	5204
SLGG	15205	MC	5205
SLGG	15206	MC	5206
SLGG	15210	MC	5210
SLGG	15211	MC	5211
SLGG	15214	MC	5214
SLGG	15215	MC	5215
SLGG	15217	MC	5217

SLGG	15218	MC	5218
SLGG	15220	MC	5220
SLGG	15223	MC	5223
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SLGG	15225	MC	5225
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SLGG	15227	MC	5227
SLGG	15230	MC	5230
SLGG	15231	MC	5231
SLGG	15232	MC	5232
SLGG	15233	MC	5233
SLGG	15234	MC	5234
SLGG	15235	MC	5235
SLGG	15236	MC	5236
SLGG	15237	MC	5237
SLGG	15238	MC	5238
SLGG	15239	MC	5239
SLGG	15240	MC	5240
SLGG	15242	MC	5242
SLGG	15243	MC	5243
SLGG	15244	MC	5244
SLGG	15245	MC	5245
SLGG	15247	MC	5247
SLGG	15248	MC	5248
SLGG	15249	MC	5249
SLGG	15253	MC	5253
SLGG	15254	MC	5254
SLGG	15257	MC	5257
SLGG	15258	MC	5258
SLGG	15259	MC	5259
SLGG	15262	MC	5262
SLGG	15263	MC	5263
SLGG	15265	MC	5265
SLGG	15266	MC	5266
SLGG	15267	MC	5267
SLGG	15268	MC	5268
SLGG	15269	MC	5269
SLGG	15270	MC	5270
SLGG	15271	MC	5271
SLGG	15272	MC	5272
SLGG	15272	MC	5272
SLGG	15274	MC	5274
SLGG	15275	MC	5275
SLGG	15277	MC	5277
SLGG	15278	MC	5278
SLGG	15281	MC	5281
SLGG	15283	MC	5283
SLGG	15284	MC	5284
SLGG	15285	MC	5285
SLGG	15289	MC	5289
SLGG	15291	MC	5291
SLGG	15293	MC	5293

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SLGG	15415	MC	5415
SLGG	15416	MC	5416
SLGG	15417	MC	5417
SLGG	15420	MC	5420
SLGG	15422	MC	5422
SLGG	15423	MC	5423
SLGG	15425	MC	5425
SLGG	15427	MC	5427
SLGG	15437	MC	5437
SLGG	15439	MC	5439
SLGG	15440	MC	5440
SLGG	15443	MC	5443
SLGG	15444	MC	5444
SLGG	15450	MC	5450
SLGG	15452	MC	5452
SLGG	15454	MC	5454
SLGG	15455	MC	5455
SLGG	15456	MC	5456
SLGG	15457	MC	5457
SLGG	15458	MC	5458
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SLGG	15483	MC	5483
SLGG	15486	MC	5486
SLGG	15489	MC	5489
SLGG	15492	MC	5492
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SLGG	15494	MC	5494
SLGG	15499	MC	5499
SLGG	15429	MC	5429
SLGG	15487	MC	5487
SLGG	307	PRSX	307
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SLGG	339	PRSX	339
SLGG	342	PRSX	342
SLGG	347	PRSX	347
SLGG	8765	MC	8765
SLGG	9060	RMGX	9060
SLGG	9063	RMGX	9063
SLGG	9064	RMGX	9064
SLGG	9065	RMGX	9065
SLGG	9066	RMGX	9066

EXH. B

# **RAFT Car Substitutions For STB Filing-December 2001**

<b>CARS</b>		<b>IN</b>	<b>CARS</b>	<b>OUT</b>
<u>Deal No.</u>	<u>New Mark</u>	<u>New Unit No.</u>	<u>Old Mark</u>	<u>Old Unit No.</u>
433	MC	5487	MC	5488

EXH. C

**RAFT Casualty Cars For STB Filing-December 2001**

**NONE**